

THE WESTERN PACIFIC RAILROAD COMPANY

WESTERN PACIFIC BUILDING, 526 MISSION STREET
SAN FRANCISCO, CALIFORNIA 94105
TELEPHONE: (415) 982-2100

WALTER G. TREANOR
VICE PRESIDENT-LAW

August 1, 1979

KATHERINE M. GRIFFIN
GENERAL ATTORNEY
MICHAEL P. HEARNEY
EUGENE J. TOLER
ATTORNEYS

File: 6116-62

RECORDATION NO. *8304-F* Filed 1425

AUG 6 1979-10 40 AM

0-218A041

AUG 06 1979

DELIVER TO:

INTERSTATE COMMERCE COMMISSION

Honorable A. L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

Date
Fee \$ 10.00

ICC Washington, D. C.

Dear Secretary Mergenovich:

Enclosed for recording with the Interstate Commerce Commission are the original and two (2) certified true copies of an Assignment and Assumption Agreement dated April 4, 1979 between The Western Pacific Railroad Company, a California corporation, 526 Mission Street, San Francisco, California 94105 as Assignor and The Western Pacific Railroad Company, a Delaware corporation (formerly Newrail Company, Inc.) as Assignee, 526 Mission Street, San Francisco, California 94105 wherein the Assignor assigned and the Assignee assumed that certain Lease of Railroad Equipment dated as of March 1, 1976 between First Security Bank of Utah, NA, as Lessor and Assignor as Lessee. Prior recording data:

<u>Document</u>	<u>Date</u>	<u>Recordation No.</u>
Lease of Railroad Equipment	3/1/76	8304-A
Assignment of Lease and Agreement	3/1/76	8304-B
Amendment	3/1/76	8304-C
Amendment to Lease of Railroad Equipment	3/1/76	8304-D
Assignment & Assumption Agreement	4/4/79	8304-E

The document relates to the following railroad equipment:

134 70-ton rebuilt box cars rebuilt by U.S. Railway Manufacturing Company; AAR mechanical designation XLI; Road numbers WP 64801 - 64934, both inclusive.

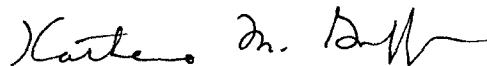
RECORDED
AUG 6 1979
FEE COLLECTED

Identifying marks: The words "Ownership subject to a Security Agreement under the Interstate Commerce Act, Section 20C" printed on each side of each unit.

Also enclosed is this Company's voucher in the sum of \$10.00 payable to the Interstate Commerce Commission being the prescribed fee for filing and recording the foregoing document.

Please return the original and counterpart with recordation data stamped thereon to the representative of the office of Kunkel Transportation Services, Inc., 425 - 13th Street, N.W., Suite 523, Washington, D.C. 20004, who will be delivering this letter on our behalf.

Yours very truly,

A handwritten signature in cursive script, appearing to read "Katherine M. Griffin".

Katherine M. Griffin

KMG:jc

Attachments

4. APPOINTMENT OF ATTORNEY IN FACT

Assignor hereby irrevocably appoints Assignee as its true and lawful attorney, irrevocably, with full power to ask for, and receive, any property, or refund monies to which Assignor is entitled under the Agreement, or to enforce any and all other rights or privileges of Assignor under the Agreement.

5. MISCELLANEOUS

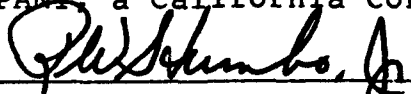
5.1 Assignee shall notify all other parties to the Agreement of this Assignment and Assumption Agreement, and shall cause this Assignment and Assumption Agreement to be recorded with the Interstate Commerce Commission promptly after the execution and delivery hereof.


5.2 Any provision of this Assignment and Assumption Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability, without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. To the extent permitted by applicable law, Assignor hereby waives any provision of law

which renders any provision hereof prohibited or unenforceable
in any respect.

ASSIGNOR:

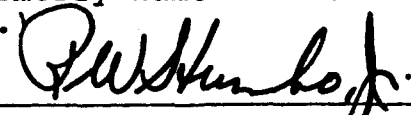
THE WESTERN PACIFIC RAILROAD
COMPANY, a California corporation

By 
Its Sr. Vice President - Finance

Attest 
Its SECRETARY

ASSIGNEE:

THE WESTERN PACIFIC RAILROAD
COMPANY, a Delaware corporation
(formerly named Newrail Company,
Inc.)

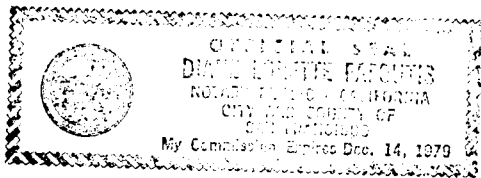
By 
Its Sr. Vice President - Finance

Attest 
Its SECRETARY

STATE OF CALIFORNIA)
) ss
CITY AND COUNTY OF SAN FRANCISCO)

ON April 2, 1979, before me, the undersigned, a Notary Public in and for the said State, personally appeared R. W. STUMBO JR and W. D. BREW, known to me to be the persons who executed the within Instrument, on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within Instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

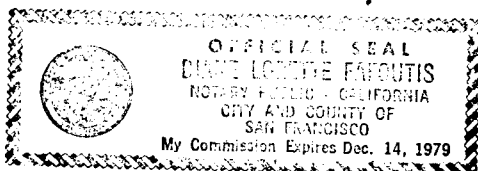


Diane Lorette Lafontis
Notary Public in and for said State

STATE OF CALIFORNIA)
) ss
CITY AND COUNTY OF SAN FRANCISCO)

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WITNESS my hand and official seal.



Diane Lorette Lafontis
Notary Public in and for said State

I, DIANE LORETTE FAFOUTIS, a Notary Public in and
for the City and County of San Francisco, State of California,
do hereby certify that I have compared the foregoing document
with the original and that it is a true and correct copy
in all respects.

Diane Lorette Fafoutis
Notary Public

